

Jul-23-04 10:44 From-NEW YORK STOCK EXCHANGE  
Manager  
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1-32248

July 23, 2004

Mr. Brian Johnson  
Branch Chief  
Securities and Exchange Commission  
Branch of Filer Support 2  
Room 1004 - STOP/1-4  
450 Fifth Street, NW  
Judiciary Plaza  
Washington, DC 20549

PROCESSED  
AUG 10 2004  
THOMSON  
FINANCIAL

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933; GRAMERCY CAPITAL CORP., Common Stock, par value \$.001 per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on July 23, 2004. Tentative listing date - Not yet determined.

Sincerely,

A handwritten signature in cursive script, appearing to read 'David L. Ladd'.